

RECORDATION NO. 28010-6 FILED

NOV 30 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL: alvordlaw@aol.com

November 30, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of October 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are.

[Secured Party] Bank of America, N.A., as Collateral Agent
901 Main Street, 14th Floor
Dallas, Texas 75202]

Grantor: The CIT Group/Equipment Financing, Inc.
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039

Chief, Section of Administration
November 30, 2009
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A description of the railroad equipment covered by the enclosed document is.

All rolling stock now owned or hereafter acquired by the Grantor, including without limitation the 139 railcars within the following series as more particularly set forth in the attachment to the document:

CTCX 710033 - CTCX 710076
CTCX 780506 - CTCX 780560
TCMX 350416 - TCMX 350473 (inclusive)

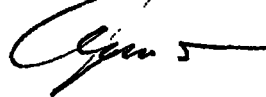
A short summary of the document to appear in the index is.

Memorandum Of Additional Collateral

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

NOV 30 '09 -2 00 PM

MEMORANDUM OF ADDITIONAL COLLATERAL**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of October 30, 2009 (this "**Memorandum**"), is made by The CIT Group/Equipment Financing, Inc. (the "**Grantor**"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "**Collateral Agent**").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor have caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGES

IN WITNESS WHEREOF, the parties have caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as
Grantor

By: Berry T. Novak

Name: Berry T. Novak

Its: SVP

State of Illinois

County of Cook, ss: _____

On this 30 day of Nov., 2009, before me personally appeared Berry T. Novak to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Signature of Notary Public

**OFFICIAL SEAL
A MUCHOW
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 08/11/13**

My Commission expires 08/11/13



Car Initial	Car Number	Equipment Type
CTCX	710033	T106
CTCX	710037	T106
CTCX	710038	T106
CTCX	710045	T106
CTCX	710046	T106
CTCX	710047	T106
CTCX	710048	T106
CTCX	710049	T106
CTCX	710050	T106
CTCX	710051	T106
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

11/30/09



Robert W Alvord

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated.

11/30/09



Robert W Alvord